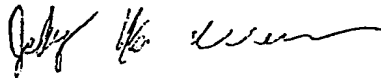


REMARKS

Applicants believe that all pending claims are allowable and respectfully requests a Notice of Allowance for this application from the Examiner. Should the Examiner believe that a telephone conference would expedite the prosecution of this application, the undersigned can be reached at the telephone number set out below.

Respectfully submitted,  
BEYER WEAVER & THOMAS, LLP



Jeffrey K. Weaver  
Reg. No. 31,314

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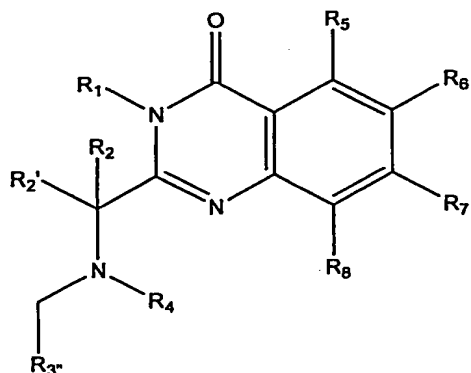
P.O. Box 778  
Berkeley, CA 94704-0778

## APPENDIX OF PENDING CLAIMS

1-30. Canceled

31. (Amended)

A compound having the following structure:



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wherein:

R<sub>1</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R<sub>2</sub> and R<sub>2</sub>' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R<sub>2</sub> and R<sub>2</sub>' taken together form a 3- to 7-membered ring;

R<sub>3</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, oxaalkyl, oxaalkylaryl, substituted oxaalkylaryl, R<sub>15</sub>O- and R<sub>15</sub>-NH-;

R<sub>3</sub>' is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl and R<sub>15</sub>-NH-;

R<sub>3</sub>'' is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R<sub>4</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, and R<sub>16</sub>-alkylene-;

R<sub>5</sub>, R<sub>6</sub>, R<sub>7</sub> and R<sub>8</sub> are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl,

nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

R<sub>15</sub> is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R<sub>16</sub> is chosen from alkoxy, amino, alkylamino, dialkylamino, N-heterocyclyl and substituted N-heterocyclyl;

with the proviso that when R<sub>3</sub> is R<sub>15</sub>-NH- attached to carbonyl, both of R<sub>2</sub> and R<sub>4</sub> must be other than hydrogen.

32-52. Canceled

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53. (Amended) A compound according to claim 31 wherein:

R<sub>1</sub> is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

R<sub>2</sub> is chosen from hydrogen, lower alkyl and substituted lower alkyl and R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is chosen from C<sub>1</sub>-C<sub>13</sub> alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenyl, benzyl and heterocyclyl; and

R<sub>4</sub> is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; substituted benzyl, heterocyclyl, heteroarylmethyl; heteroarylethyl; heteroarylpropyl and R<sub>16</sub>-alkylene, wherein

R<sub>16</sub> is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl.

54. A compound according to claim 53 wherein

R<sub>1</sub> is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R<sub>2</sub> is hydrogen or lower alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is chosen from substituted phenyl, heterocyclyl and naphthyl;

R<sub>4</sub> is chosen from substituted benzyl, heterocyclyl substituted lower alkyl and R<sub>16</sub>-alkylene-;

R<sub>6</sub> and R<sub>7</sub> are chosen from hydrogen and halo;

R<sub>5</sub> and R<sub>8</sub> are hydrogen;

R<sub>16</sub> is chosen from di(lower alkylamino), (lower alkyl)amino, amino, pyrrolidino, piperidino, imidazolyl and morpholino.

55. A compound according to claim 54 wherein

R<sub>1</sub> is benzyl;

R<sub>2</sub> is ethyl;

R<sub>2</sub>' is hydrogen;

R<sub>3</sub> is chosen from halophenyl, polyhalophenyl, tolyl, dimethylphenyl, methoxyphenyl, dimethoxyphenyl, cyanophenyl, trifluoromethylphenyl, trifluoromethoxyphenyl, bis(trifluoromethyl)phenyl, carboxyphenyl, t-butylphenyl, methoxycarbonylphenyl, piperidinyl and naphthyl;

R<sub>4</sub> is chosen from substituted benzyl, piperidinyl, hydroxy(lower alkyl) and R<sub>16</sub>-alkylene-;

R<sub>6</sub> and R<sub>7</sub> are chosen from hydrogen and halo;

R<sub>5</sub> and R<sub>8</sub> are hydrogen;

R<sub>16</sub> is chosen from dimethylamino, amino, pyrrolidinyl and piperidinyl.

56. (Amended) A compound according to any of claims 53 to 55 wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' are attached is of the R configuration.

57-59. Canceled

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